

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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In re AGRIA CORPORATION SECURITIES	: Civil Action No. 1:08-cv-03536-WHP
LITIGATION	: : <u>CLASS ACTION</u>
<hr/>	: : DECLARATION OF CAROLE K.
This Document Relates To:	: SYLVESTER RE A) MAILING OF THE
ALL ACTIONS.	: NOTICE OF PENDENCY AND PROPOSED
	: SETTLEMENT OF CLASS ACTION AND
	: THE PROOF OF CLAIM AND RELEASE
	: FORM, B) PUBLICATION OF THE
	: SUMMARY NOTICE, AND C) INTERNET
	: POSTING
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I, Carole K. Sylvester, declare:

THE NOTICE AND PROOF OF CLAIM

1. I submit this declaration in order to provide the Court and the parties to the above-captioned litigation with information regarding the mailing of the Notice of Pendency and Proposed Settlement of Class Action (the "Notice") and the Proof of Claim and Release form (the "Proof of Claim"), the posting of those documents on the Gilardi & Co. LLC ("Gilardi") website, and publication of the Summary Notice. I am over 21 years of age and am not a party to this action. I have personal knowledge of the facts set forth herein and, if called as a witness, could and would testify competently thereto.

2. I am employed by Gilardi, located at 3301 Kerner Blvd., San Rafael, California. Gilardi was retained as the Claims Administrator in this matter. I oversaw the notice services Gilardi provided in accordance with the Order for Notice and Hearing (the "Order") that was entered by the Court on September 20, 2010, in connection with the settlement. True and correct copies of the Notice and Proof of Claim are attached hereto as Exhibits A and B, respectively. The Notice and Proof of Claim (collectively, the "Claim Package") are in the form approved by the Court.

MAILING OF THE NOTICE AND PROOF OF CLAIM

3. In accordance with the Order, Gilardi obtained from the transfer agent for Agria Corporation ("Agria") a list of all persons who purchased The American Depository Shares ("ADS") of Agria pursuant and/or traceable to Agria's initial public offering during the period on or about November 6, 2007 through June 26, 2008, inclusive. The list was reviewed to identify and eliminate duplicate entries and incomplete data, resulting in a usable mailing list of 1 name and address. Gilardi prepared a mailing label for that name, affixed the label to a Claim Package, posted the Claim Package for First-Class Mail prepaid, and delivered it on October 12, 2010 to the United States Post Office located in Santa Rosa, California. The total number of Claim Packages mailed on October 12, 2010 to potential members of the class was 1.

4. As part of its normal mailing procedures, Gilardi also sent Claim Packages and cover letters to a list of 215 brokerages, custodial banks, and other institutions ("Nominal Holders") that commonly hold securities in "street name" as nominees for the benefit of their customers who are the beneficial owners of the securities. This list also includes a group of

filers/institutions who have requested notification on every securities case. These Nominal Holders are included in a proprietary database created and maintained by Gilardi. In Gilardi's experience, the institutions included in this initial mailing represent a significant majority of the beneficial holders of securities. The cover letter accompanying the Claim Package advised the Nominal Holders of the proposed settlement and requested their cooperation in forwarding the Claim Package to potential class members. In the 25 years that Gilardi has been doing notification of securities class actions, Gilardi has found the majority of potential class members hold their securities in street name and are reached through the Nominal Holders. A copy of the letter dated October 12, 2010 sent to Nominal Holders in this case is attached hereto as Exhibit C.

5. Gilardi has acted as a repository for shareholder inquiries and communications received in this action. In this regard, Gilardi has forwarded the Claim Package on request to nominees who held Agria securities for the beneficial interest of other persons. Gilardi has also forwarded the Claim Package directly to beneficial owners upon receipt of the names and addresses from such beneficial owners or nominees.

6. On October 12, 2010, Gilardi delivered electronic copies of the Claim Package to 581 registered electronic filers who are qualified to submit electronic claims. As background, these filers are primarily institutions and third-party filers who typically file numerous claims on behalf of beneficial owners for whom they act as trustee or fiduciary.

7. Additionally, on October 12, 2010, Gilardi mailed 5,089 Claim Packages and cover letters to institutions included on the Securities and Exchange Commission's list of active brokers and dealers.

8. Additionally, Gilardi caused the Claim Package to be published by the Depository Trust Corporation ("DTC") on the DTC Legal Notice System ("LENS"). LENS enables the participating banks and broker nominees to review the Claim Package and contact the Claims Administrator for copies of the Claim Package for their beneficial holders.

9. To date, in response to the outreach efforts described above, Gilardi received 37 responses that included computer files listing a total of 10,842 names and addresses of potential class members. Gilardi also received 11 responses that included mailing labels with names and addresses for an additional mailing to 1,528 potential class members. Eight institutions

requested that Gilardi send them a total of 1,085 additional Claim Packages, which they indicated that they would mail directly to their clients who might be class members.

10. As of the date of this declaration, Gilardi has sent a total of 19,341 Claim Packages to potential class members and nominees.


11. Gilardi established a toll-free number to accommodate potential class members' inquiries. This toll-free number, 1-877-242-7604, became operational on October 12, 2010. The calls received go into a queue and are answered as soon as possible, depending on call volume with a possible wait of 2 to 5 minutes. The caller has the option to leave a message and all calls are returned by the end of business the day received.

12. Gilardi also posted copies of the Notice, the Proof of Claim, the Stipulation of Settlement, and the Order on the Gilardi website (www.gilardi.com) on October 12, 2010.

PUBLICATION OF THE SUMMARY NOTICE

13. In accordance with the Order, Gilardi caused the Summary Notice to be published in *Investor's Business Daily* and over *PR Newswire* on October 15, 2010, as shown in the Affidavits of Publication attached hereto as Exhibit D.

I declare under penalty of perjury that the foregoing is true and correct and that this declaration was executed this 27th day of December 2010, at San Rafael, California.


CAROLE K. SYLVESTER

CERTIFICATE OF SERVICE

I hereby certify that on December 30, 2010, I authorized the electronic filing of the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail addresses denoted on the attached Electronic Mail Notice List, and I hereby certify that I caused to be mailed the foregoing document or paper via the United States Postal Service to the non-CM/ECF participants indicated on the attached Manual Notice List.

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on December 30, 2010.

s/ Ellen Gusikoff Stewart

ELLEN GUSIKOFF STEWART

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Mailing Information for a Case 1:08-cv-03536-WHP

Electronic Mail Notice List

The following are those who are currently on the list to receive e-mail notices for this case.

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Manual Notice List

The following is the list of attorneys who are **not** on the list to receive e-mail notices for this case (who therefore require manual noticing). You may wish to use your mouse to select and copy this list into your word processing program in order to create notices or labels for these recipients.

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